

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Related D.I. 1318

**CERTIFICATE OF NO OBJECTION REGARDING
THIRD MONTHLY FEE APPLICATION OF AKIN GUMP STRAUSS
HAUER & FELD LLP AS SPECIAL CO-COUNSEL ON BEHALF OF
AND AT THE SOLE DIRECTION OF THE INDEPENDENT DIRECTOR,
MICHAEL J. WARTELL, FOR THE PERIOD FROM
FEBRUARY 1, 2025 THROUGH AND INCLUDING FEBRUARY 28, 2025**

I, Michael D. DeBaecke, an attorney with the law firm of Ashby & Geddes, P.A., Delaware special counsel to Michael J. Wartell, in his capacity as independent director (the “Independent Director”) and sole member of the conflicts committees (the “Conflicts Committees”) of the boards (each, a “Board” and, together, the “Boards”) of debtors Freedom VCM Interco, Inc. and Freedom

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

VCM, Inc. (the “Retaining Debtors”) in the above-captioned bankruptcy cases of Franchise Group, Inc. and certain of its affiliates (collectively, the “Debtors”), hereby certify the following:

1. On April 25, 2025, Akin Gump Strauss Hauer & Feld LLP (“Akin”) filed the *Third Monthly Fee Application of Akin Gump Strauss Hauer & Feld LLP as Special Co-Counsel on Behalf of and at the Sole Direction of the Independent Director Michael J. Wartell, for the Period from February 1, 2025 through and including February 28, 2025* [D.I. 1318] (the “Third Monthly Fee Application”).
2. Pursuant to the Notice of Third Monthly Fee Application, any objections or responses were to be filed with the Court and properly served by May 16, 2025, at 4:00 p.m. (Eastern Time).
3. As of the date hereof, Akin has not been served with or otherwise received any responses in opposition to the Third Monthly Fee Application. A review of the Court’s docket indicates that, as of this date, no responses or objections have been filed with respect thereto.

WHEREFORE, pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [D.I. 353], the Debtors are authorized to pay Akin **\$1,488,934.40** in fees (80% of \$1,861,168.00) and **\$293,238.83** in expenses (100%), respectively, for a total of **\$1,782,173.23**, as requested in the Third Monthly Fee Application.

Dated: May 19, 2025
Wilmington, Delaware

ASHBY & GEDDES, P.A.

/s/ Michael D. DeBaecke
Michael D. DeBaecke (No. 3186)
500 Delaware Avenue, 8th Floor
Wilmington, Delaware 19801
Telephone: (302) 654-1888
Email: mdebaecke@ashbygeddes.com

-and-

AKIN GUMP STRAUSS HAUER & FELD LLP

Michael S. Stamer (admitted *pro hac vice*)
Brad M. Kahn (admitted *pro hac vice*)
Avi E. Luft (admitted *pro hac vice*)
One Bryant Park
New York, NY 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Email: mstamer@akingump.com
bkahn@akingump.com
aluft@akingump.com

-and-

Marty L. Brimmage Jr. (admitted *pro hac vice*)
2300 N. Field Street
Suite 1800
Dallas, TX 75201
Telephone: (214) 969-2800
Facsimile: (214) 969-4343
Email: mbrimmage@akingump.com

*Special Counsel on behalf of and at the sole direction
of Michael J. Wartell as the Independent Director and
sole member of the Conflicts Committee of the Board of
each of the Retaining Debtors*